

August 26, 2005

Barbara Saddler Surface Transportation Board Recordation Office 1925 K Street, N.W., Suite 70 Washington D.C. 20423 (202) 565-1656 (202) 565-9004 - Fax Barbara.Saddler@stb.dot.gov

RE: 146754-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 20, 2004 between the following parties:

Names and address of the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC.

1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: RAILTEX, INC.

5300 Broken Sound Boulevard NW Boca Raton, FL 33487

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **RAILTEX, INC.** covering 42 flat cars with reporting marks and numbers – ATW 53000 – ATW 53090 – NOT INCLUSIVE.

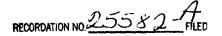
Please file this memorandum as a SECONDARY document to Recordation # 25582 dated 05/13/2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea Motor Vehicle Specialist



AUG 2 9 '05

4-37 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

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THIS MEMORANDUM OF RAILCAR LEASE dated as of this day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and RAILTEX, INC., a Texas corporation, with an address at 5300 Broken Sound Blvd., N.W., Boca Raton, FL 33487 (the "Lessee" and, together with the Lessor, the "Parties").

5300 Broken Sound Blvd., N.W., Boca Raton, FL 33487 (the "Lessee" and, together with the Lessor, the "Parties").
KNOW ALL PERSONS BY THESE PRESENTS THAT:
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 12 / ort, covering the equipment listed on Schedule A hereto (the "Equipment"), pursuant to a Memorandum & Railcar Lease filled with the Surface fransportation Board on 5/13/05 as Necondation No. 25582
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.
THE CIT GROUP/EQUIPMENT FINANCING, INC. RECORDATION NO. 25582- PILED
By: Aug 2 9 '05 4-37 PM Name: Joseph Mankowski
Title: Senior Vice President SURFACE TRANSPORTATION BOARD
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

RAILTEX, INC.

By: Sanda K. Franger

Title: V.P. - Contracts

Number of Cars			Schedule A		
		8' Flat Car	Equipment Description		
	1 ATM				
	_				
	2 ATW				
	4 ATW	00002			
	5 ATW	20003			
	6 ATW	00000			
	7 ATW	55509			
	3 ATW	53013			
9		53014			
1		53015			
1		53018			
12		53021			
13		53027			
14		53028			
15		53032			
16		53034 53036			
17	ATW	53036			
18	ATW	53038			
19	ATW	53039			
20	ATW	53042			
21	ATW	53043			
22	ATW	53045			
23	ATW	53051			
24	ATW	53052			
25	ATW	53054			
26	ATW	53055			
27	ATW	53056			
28	ATW	53057			
29	ATW	53058			
30	ATW	53060			
31	ATW	53061			
32	ATW	53063			
33	ATW	53065			
34 25	ATW	53066			
35 36	ATW	53069			
36 37	ATW	53072			
3 <i>7</i> 38	ATW	53074			
39	ATW	53078			
39 40	ATW	53080			
41	ATW	53082			
41 42	A T1 4 .	53088			
	ATW	53090			